

1 BART K. LARSEN (Nev. SBN 008538)
2 blarsen@klnevada.com
3 SHLOMO S. SHERMAN (Nev. SBN 009688)
4 ssherman@klnevada.com
5 KOLESAR & LEATHAM, CHTD.
6 400 South Rampart Boulevard, Suite 400
7 Las Vegas, NV 89145
8 Telephone: (702) 362-7800
9 Direct: (702) 889-7752
10 Facsimile: (702) 362-9472

11 GARY OWEN CARIS
12 gary.caris@dentons.com
13 LESLEY ANNE HAWES
14 lesley.hawes@dentons.com
15 DENTONS US LLP
16 300 South Grand Avenue, 14th Floor
17 Los Angeles, California 90071, United States
18 Telephone: 213.688.1000
19 Facsimile: 213.243.6330

20 Attorneys for Receiver
21 **ROBB EVANS OF ROBB EVANS &**
22 **ASSOCIATES LLC**

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UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

29 FEDERAL TRADE COMMISSION,

30 Plaintiff,

31 v.

32 JEREMY JOHNSON, individually, as officer
33 of Defendants I Works, Inc., etc., et al.,

34 Defendants.

35 Case No. 2:10-CV-02203-MMD-GWF

36 **[PROPOSED] ORDER: (1) DIRECTING
37 ISSUANCE OF PACIFIC MERCANTILE
38 BANCORP STOCK TO THE RECEIVER
39 AND AUTHORIZING RECEIVER TO
40 SELL STOCK; AND (2) GRANTING
41 RELIEF FROM LOCAL RULE 66-5
42 PERTAINING TO NOTICE TO
43 CREDITORS**

44
45 The matter of the Motion for Order: (1) Directing Issuance of Pacific Mercantile Bancorp
46 Stock to the Receiver and Authorizing Receiver to Sell Stock; and (2) Granting Relief from Local
47 Rule 66-5 Pertaining to Notice to Creditors ("Motion") filed by that Robb Evans of Robb Evans &
48 Associates LLC ("Receiver"), the Receiver pursuant to the Court's Preliminary Injunction Order

1 issued February 10, 2011, came on regularly for determination by the Court, the Honorable
 2 Miranda M. Du, United States District Judge presiding. The Court, having read and considered
 3 the Motion and all supporting pleadings, and opposition or response to the Motion, if any, and
 4 good cause appearing therefor,

5 IT IS ORDERED that:

6 1. The Motion and all relief sought therein is granted;

7 2. Without limiting the generality of the foregoing:

8 A. Pacific Mercantile Bancorp ("PMB") is hereby directed to forthwith issue the
 9 shares of common stock being held for the benefit of Jeremy Johnson ("Johnson"), based on the
 10 5,000 Preferred Class A shares held by Johnson as of the commencement of the receivership that
 11 have been converted to common stock (the "PMB Shares"), estimated to be 79,739 shares, with
 12 the PMB Shares to be registered on the books of PMB and issued in the name of "Robb Evans of
 13 Robb Evans & Associates LLC as Receiver for I Works, Inc., the other Corporate Defendants,
 14 their subsidiaries, affiliates, successors and assigns, and over the assets of Jeremy Johnson" and
 15 transferred to the Receiver for disposition as set forth herein, and to take the foregoing actions
 16 without requirement of a lost certificate bond or other form of security as Johnson has not tendered
 17 the Preferred Class A share certificate to the Receiver;

18 B. The Receiver is hereby authorized to liquidate the PMB Shares, after they are
 19 transferred to the Receiver on behalf of the receivership estate, in a commercially reasonable
 20 manner on the NASDAQ stock exchange where such shares are publicly traded at such times, in
 21 such amounts and in such manner as the Receiver may deem reasonable and appropriate in its
 22 discretion and business judgment;

23 C. The Receiver is hereby authorized to execute all documents and instruments
 24 necessary or convenient to complete, implement, and effectuate the transfer of the PMB Shares to
 25 the Receiver on behalf of the estate and to liquidate the PMB Shares for the benefit of the estate;

26 D. The Receiver is hereby authorized to permit and/or cause to be paid in connection
 27 with the liquidation of the PMB Shares all reasonable and necessary brokerage fees, brokerage
 28 commissions and related sales expenses to effectuate and complete the liquidation of the PMB

1 shares in a commercially reasonable manner, as determined in the discretion and business
2 judgment of the Receiver; and

3 E. Notice of the Motion is deemed to be sufficient under Local Civil Rule 66-5 based
4 on the service of a notice of the filing of the Motion and the Motion on all parties and service of
5 the notice of the filing of the Motion on all known non-consumer creditors of the estate and on all
6 known taxing authorities with a potential claim in the receivership estate concurrent with the filing
7 of the Motion with the Court.

Dated: this 19th day of October 2016.

MIRANDA M. DU
UNITED STATES DISTRICT JUDGE